

This matter came before the Tennessee Regulatory Authority (the “Authority”) upon the Petition for approval of the Second Amendment to the Interconnection Agreements (the “Second Amendment”) negotiated by and between BellSouth Telecommunications, Inc. and GTE Mobilnet of Clarksville Incorporated; GTE Mobilnet of Tennessee Incorporated; GTE Mobilnet of Nashville Incorporated; Knoxville Cellular Telephone Company; Chattanooga Cellular Telephone Company; and Memphis Cellular Telephone Company, collectively d/b/a Verizon Wireless. The Petition for approval of the Second Amendment came before the Authority pursuant to 47 U.S.C. §§ 251 and 252.

The original Interconnection Agreements were filed with the Authority on August 8, 1997, Docket No. 97-01400. The Agreements were approved at a regularly scheduled Authority Conference held on November 4, 1997. The First Amendment to the Interconnection Agreements was filed with Authority on February 24, 1998, and was approved at a regularly scheduled Authority Conference held on May 19, 1998.

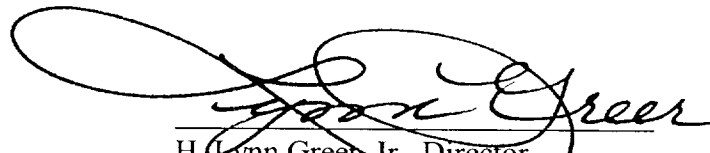
The Second Amendment was filed on July 3, 2001, and was considered at a regularly scheduled Authority Conference held on September 11, 2001, in Nashville, Tennessee before Chairman Sara Kyle, Director H. Lynn Greer, Jr., and Director Melvin J. Malone. The Authority has jurisdiction over public utilities pursuant to Tenn. Code Ann. § 65-4-104 *et seq.* Based upon the Petition, the record in this matter, and the standards for review set forth in 47 U.S.C. §§ 251 and 252, the Directors unanimously approved the Second Amendment and made the following findings and conclusions:

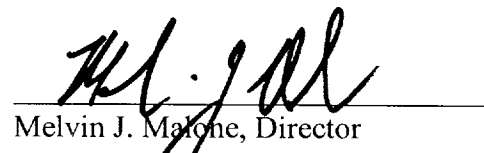
- 1) The Second Amendment is in the public interest as it provides consumers with alternative sources of telecommunications services within BellSouth Telecommunications, Inc.'s service area;
- 2) The Second Amendment is not discriminatory to telecommunications service providers that are not parties thereto;
- 3) No party has sought intervention in this docket;
- 4) Approval of the Second Amendment is consistent with previous Authority decisions and orders; and
- 5) The Second Amendment is reviewable by the Authority pursuant to 47 U.S.C. §§ 251 and 252 and Tenn. Code Ann. § 65-4-104 *et seq.*

**IT IS THEREFORE ORDERED THAT:**

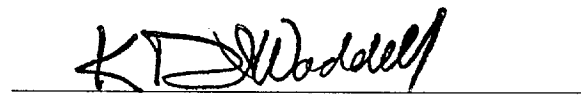
The Second Amendment to the Interconnection Agreements negotiated between BellSouth Telecommunications, Inc. and GTE Mobilnet of Clarksville Incorporated; GTE Mobilnet of Tennessee Incorporated; GTE Mobilnet of Nashville Incorporated; Knoxville Cellular Telephone Company; Chattanooga Cellular Telephone Company and Memphis Cellular Telephone Company is approved and is subject to the review of the Authority as provided herein.

  
Sara Kyle, Chairman

  
H. Lynn Greer, Jr., Director

  
Melvin J. Malone, Director

ATTEST:

  
K. David Waddell, Executive Secretary